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RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

EDL
2646

CV 11
Case No.

DEUTSCHE BANK TRUST COMPANY
AMERICAS, in its capacity as successor
indenture trustee for certain series of Senior
Notes, LAW DEBENTURE TRUST
COMPANY OF NEW YORK, in its capacity
as successor indenture trustee for certain
series of Senior Notes, and WILMINGTON
TRUST COMPANY, in its capacity as
successor indenture trustee for the PHONES
Notes,

Plaintiffs,

v.

AG EDWARDS & SONS, BARCLAYS GBL
INVESTORS NA, API MSCI WORLD
INDEX PLUS, BECHTEL, VICESEL
GROUP INC., BELL SOUTH CORP. NON-
REPRESENTABLE HEALTH CARE
TRUST, MELLON BANK N.A. EMP BEN
PL, FIT COLLECTIVE INVESTMENT
PLAN, SEMPRA ENERGY PENSION
MSTR TRUST, and INVOC,

Defendants.

[PROPOSED] ORDER GRANTING
PLAINTIFFS' EX PARTE
APPLICATION FOR AN ORDER
GRANTING ADMINISTRATIVE
RELIEF TO FILE EXHIBIT A TO
PLAINTIFF'S COMPLAINT UNDER
SEAL

Date Action Filed: June __, 2011

1 Having considered plaintiffs Deutsche Bank Trust Company Americas, Law Debenture
 2 Trust Company of New York, and Wilmington Trust Company (collectively "plaintiffs") *ex parte*
 3 application requesting an order sealing an unredacted version of Exhibit A to the Complaint, and
 4 good cause appearing therefore, IT IS HEREBY ORDERED that the Application is GRANTED.

5 This Court finds as follows:

6 1. Good cause exists to grant plaintiffs' Application and issue an Administrative
 7 Order sealing Exhibit A to the Complaint on an expedited basis. The relief requested could not be
 8 brought according to regular noticed motion procedures, and plaintiffs are without fault in
 9 creating the situation that requires *ex parte* relief.

10 2. Good cause exists to preserve the confidentiality of the information submitted
 11 pursuant to the United States Bankruptcy Court for the District of Delaware's Protective Order,
 12 because Exhibit A contains information regarding the link between a particular shareholder
 13 defendant and the entity or institution through which that defendant held Tribune stock and
 14 information regarding the amount of the payment made to particular defendants. Such
 15 information is subject to the Bankruptcy Court's Protective Order.

16 3. Because Exhibit A reveals confidential information as set forth above, substantial
 17 probability exists that this overriding interest will be prejudiced if Exhibit A is filed in the public
 18 domain and not sealed.

19 4. The sealing order is narrowly tailored – non-confidential portions of Exhibit A are
 20 already on file with this Court and open to inspection by the public. Thus, sealing Exhibit A will
 21 only prohibit access to the confidential portions of Exhibit A subject to the Bankruptcy Order. No
 22 less restrictive means exist to protect this overriding interest.

23 This Court therefore directs the Clerk of the Court and the parties as follows:

24 1. The Clerk shall file the complete, unredacted Exhibit A to the Complaint under
 25 seal in its entirety. The unredacted Exhibit A shall remain under seal indefinitely, pending further
 26 order of this Court.

27 2. Concurrently with the its service of the Summons, Complaint, Civil Case Cover
 28 Sheet and other administrative materials, plaintiffs shall serve upon each defendant named in this

1 action: (1) a copy of this Order; (2) a copy of plaintiffs' Ex Parte Application for Administrative
2 Relief to File Exhibit A to Plaintiffs' Complaint Under Seal; and (3) an redacted version of
3 Exhibit A that discloses only information relating to the specific defendant served. Any defendant
4 may move this Court at anytime to vacate the sealing order upon notice to the plaintiffs and all
5 other defendants in this action

6 IT IS SO ORDERED.

7
8 Dated: June 3, 2011



Hon. _____
United States District Judge

